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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re : **x**
LEHMAN BROTHERS HOLDINGS INC., : **Chapter 11**
et al., : **Case No. 08-13555 (JMP)**
Debtors. : **Jointly Administered**

**APPELLANT DNB NOR BANK ASA'S DESIGNATION OF RECORD
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 8006**

DnB NOR Bank ASA (“DnB NOR”), pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, by and through its undersigned counsel, hereby designates the issues and record presented on appeal to the United States District Court for the Southern District of New York from the Order Denying DnB NOR’s Motion Pursuant to 11 U.S.C. §§ 503(b), 507(b) for the Allowance and Payment of its Administrative Expense Claim and Allowing the Setoff of Such Claim entered in the above-referenced chapter 11 cases by the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) by the Honorable James M. Peck on September 25, 2009:

Statement of Issues Presented on Appeal

- A. Whether the Bankruptcy Court correctly concluded that, to prevail on its administrative expense claim, DnB NOR had to have timely demanded adequate protection?
- B. Whether the Bankruptcy Court correctly concluded that DnB NOR failed to demand adequate protection prior to November 5, 2008?
- C. Whether the Bankruptcy Court correctly concluded that the parties' agreement to allow the conversion of the Norwegian kroner on deposit at DnB NOR to U.S. dollars to protect against prospective deterioration from November 5, 2008 applied retrospectively?
- D. Whether the Bankruptcy Court correctly concluded that, for DnB NOR to have prevailed on its administrative expense claim, Lehman Brothers Holdings Inc. and its affiliated debtors (the "Debtors") had to have used, or had need for, the cash on deposit at DnB NOR?
- E. Whether the Bankruptcy Court correctly concluded that, for DnB NOR to prevail on its administrative expense claim, the funds on deposit at DnB NOR had to have provided real benefit to the estate, where the Debtors contested DnB NOR's right to adequate protection or relief from the automatic stay?

Designation of Items to Be Included in the Record on Appeal

Documents filed in Lehman Brothers Holdings, Inc. et al, Case No. 08-13555 (JMP):

1. Motion for Relief from Stay / Motion of DnB NOR Bank ASA for Entry of (I) an Order Pursuant to 11 U.S.C. Section 362(d) and Fed. R. Bankr. P. 4001 Granting Relief From the Automatic Stay to Effect Setoff or, in the Alternative, (II) an Order Pursuant to 11 U.S.C. Section 361 and 506(a) Requiring the Debtors to Provide Adequate Protection (September 30, 2008) [Docket No. 465]

2. Objection / Debtors Objection to the Motion of DnB NOR Bank ASA for (I) Relief from the Automatic Stay to Effect Setoff or, in the Alternative, (II) an Order Requiring the Debtors to Provide Adequate Protection filed by Richard P. Krasnow on behalf of Lehman Brothers Holdings Inc. (November 3, 2008) [Docket No. 1334]
3. Objection / Joinder Of Official Committee Of Unsecured Creditors To Debtors Objection To Motion Of DnB NOR Bank ASA For (I) Relief From The Automatic Stay To Effect Setoff Or, In The Alternative, (II) An Order Requiring The Debtors To Provide Adequate Protection filed by Dennis F. Dunne on behalf of Official Committee of Unsecured Creditor (November 3, 2008) [Docket No. 1336]
4. Statement /Joinder of the Informal Noteholder Group to Debtors` Objection to the Motion of DnB NOR Bank ASA for (I) Relief from the Automatic Stay to Effect Setoff or, in the Alternative, (II) an Order Requiring the Debtors to Provide Adequate Protection filed by Michael Scott Stamer on behalf of Informal Noteholder Group (November 3, 2008) [Docket No. 1339]
5. Objection : Notice of Amendment to Debtors Objection to the Motion of DnB NOR Bank ASA for (I) Relief from the Automatic Stay to Effect Setoff or, in the Alternative, (II) an Order Requiring the Debtors to Provide Adequate Protection filed by Richard P. Krasnow on behalf of Lehman Brothers Holdings Inc. (November 3, 2008) [Docket No. 1342]
6. Objection : Debtors Supplemental Objection to the Motion of DnB NOR Bank ASA for (i) Relief from the Automatic Stay to Effect Setoff or, in the Alternative, (ii) an Order Requiring the Debtors to Provide Adequate Protection filed by Richard P. Krasnow on behalf of Lehman Brothers Holdings Inc.(December 2, 2008) [Docket No. 1988]
7. Memorandum of Law : Debtors Supplemental Brief in Support of Objection to Motion of DnB NOR Bank ASA for (i) Relief from the Automatic Stay to Effect Setoff or, in the Alternative, (ii) an Order Requiring the Debtors to Provide Adequate Protection filed by Richard P. Krasnow on behalf of Lehman Brothers Holdings Inc. (February 2, 2009) [Docket No. 2702]
8. Letter / Supplemental Letter Brief dated 02/02/2009 addressed to Judge Peck filed by J. Christopher Shore on behalf of DnB NOR Bank ASA. (February 2, 2009) [Docket No. 2706]
9. Stipulation, Agreement and Order signed on 1/22/2009 (A) Resolving in Part The Motion of DnB NOR Bank ASA for Entry of (I) An Order Pursuant to 11 U.S.C. Sections 362(d) And Fed. Bankr. P. 4001 Granting Relief From Automatic Stay To Effect Setoff or, In The Alternative, (II) An Order Pursuant to 11 U.S.C. Sections 361 and 506(a) Requiring The Debtors To Provide Adequate Protection and (B) Fixing A Schedule For Supplemental Briefing. (January 22, 2009) [Docket No. 2605]
10. Supplemental Memorandum of Law / Supplemental Brief Of Official Committee Of Unsecured Creditors Pursuant To Stipulation, Agreement And Order (A) Resolving In Part The Motion Of DnB NOR Bank ASA For Entry Of (I) An Order Pursuant To 11 U.S.C. Section 362(d) And Fed. R. Bankr. P. 4001 Granting Relief From The Automatic

Stay To Effect Setoff Or, In The Alternative, (II) An Order Pursuant To 11 U.S.C. Sections 361 And 506(a) Requiring The Debtors To Provide Adequate Protection And (B) Fixing A Schedule For Supplemental Briefing, filed by Dennis F. Dunne on behalf of Official Committee of Unsecured Creditors. (February 2, 2009) [Docket No. 2703]

11. Motion to Allow/ Notice of Motion of DnB NOR Bank ASA Pursuant to 11 U.S.C. section 503(b), 507(b) for Allowance and Payment of Administrative Expense Claim and Allowing Setoff of Such Claim filed by J. Christopher Shore on behalf of DNB NOR BANK ASA. (June 19, 2009) [Docket No. 4054]
12. Objection / Debtors Objection to the Motion of DnB NOR Bank ASA for Allowance and Payment of a Superpriority Administrative Expense Claim and Allowing Setoff of Such Claim filed by Richard P. Krasnow on behalf of Lehman Brothers Holdings Inc. (July 10, 2009) [Docket No. 4321]
13. Objection to Motion / Objection Of Official Committee Of Unsecured Creditors To Motion Of DnB NOR Bank ASA For Allowance And Payment Of Administrative Expense Claim And Allowing Setoff Of Such Claim filed by Dennis F. Dunne on behalf of Official Committee of Unsecured Creditors. (July 10, 2009) [Docket No. 4323]
14. Letter to Honorable James M. Peck filed by Richard P. Krasnow on behalf of Lehman Brothers Holdings Inc. (September 3, 2009) [Docket No. 5063]
15. Letter / Supplemental Letter Brief in Further Support of the Motion of DnB NOR Bank ASA Pursuant to 11 U.S.C. Sections 503(b) and 507(b) for Allowance and Payment of Administrative Expense Claim and Allowing Setoff of Such Claim filed by J. Christopher Shore on behalf of DNB NOR BANK ASA. (September 3, 2009) [Docket No. 5064]
16. Order Signed on 9/25/2009 Denying the Motion Filed by DnB NOR Bank ASA for Allowance and Payment of Administrative Expense Claim and Allowing Setoff of Such Claim (September 25, 2009) [Docket No. 5273]
17. Notice of Appeal (related document(s)[5273]) filed by J. Christopher Shore on behalf of DnB NOR Bank ASA. (October 5, 2009) [Docket No. 5336]

Transcripts from Lehman Brothers Holdings, Inc. et al, Case No. 08-13555 (JMP):

18. Transcript of Hearing Held on November 5, 2008 at 10:02 a.m. [Docket No. 1455]
19. Transcript regarding Hearing Held on July 15, 2009 10:03 AM [Docket No. 4440]
20. Transcript regarding Hearing Held on September 15, 2009 10:03 AM [Docket No. 5261]

Transcripts from Federal Home Loan Bank of Pittsburgh v. Lehman Brothers Special Financing Inc. et al, Case No. 08-01610 (JMP):

21. Transcript of Hearing Held on December 3, 2008 at 10:00 a.m. [Docket No. 13]

Dated: October 15, 2009
New York, New York

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